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EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1000 EAST PALM BLVD

STATE OF FLORIDA

SUITE 200

400 EAST PALM STREET

MIAMI FL 33136-

TALLAHASSEE FL 32309

32714-0000

FAX: (904) 922-4000

CONTACT: RAY STONMONT

PHONE: (305) 641-3694

FAX: (305) 641-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DOLPHIN WEEPERS II, INC.

FAX AUDIT NUMBER: H96000010570

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/31/1996

TIME REQUESTED: 09:58:48

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CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**& Financial Planning**

**ARTICLES OF INCORPORATION  
OF  
DOLPHIN BEEPERS II, INC.**

16181 S.W. 78 Street  
Miami, Florida 33193  
Office (305) 368-8406  
Fax (305) 368-8412  
Beeper (305) 881-4221  
1-800-860-1000 M-F 9-64841

**Jorge A. Lopez**  
B.B.A. & M.B.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of the corporation shall be **DOLPHIN BEEPERS II, INC.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV ADDRESS**

The street address of the initial registered office of the corporation shall be 1512 N.E. 205 Street, Miami, Florida and the name of the initial Registered Agent for the corporation at that address is Aida Maria Bander.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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6

**ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Aida Maria Bandes  
S.S.# 590-54-7019

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Aida Maria Bander  
1512 N.E. 205 Street  
Miami, Florida

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 30th day of July, 1996.

Incorporator:

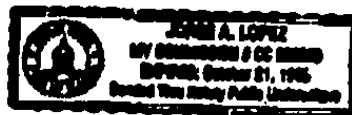
x Aida Bander  
Aida Maria Bander

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged  
before me this 30th day of July, 1996, by Aida Maria Bander.



[Signature]  
Notary Public  
State of Florida  
My Commission Expires:



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DEMONATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. Dolphin Beepers II, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 1512 N.E. 205 Street, Miami, Florida, has named Aida Maria Banderes, whose address is 1512 N.E. 205 Street, Miami, Florida, as its Agent to accept service of process within this State.

## ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

x Aida Banderes  
Aida Maria Banderes

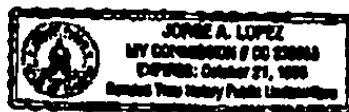
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Aida Maria Banderes, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 30th day of July, 1996.



[Signature]  
Notary Public  
State of Florida  
My Commission Expires:



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Transmittal Letter

Dolphin Beepers, Inc.  
328 S. Federal Hwy.  
Dania, FL 33004

July 30, 1996

Corporate Filing

Re: Opening of Dolphin Beepers II, Inc.

Dear State Rep:

Please note that I, Aida Maria Bander, owner of Dolphin Beepers, Inc., Doc# H95000009369, wish to open a second location as well as a second corporation called Dolphin Beepers II, Inc.

If you have any further questions please feel free to contact me at (954)921-5742.

Sincerely,

  
Aida Maria Bander-President

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